Q2 2021 Results and Supplemental Information

August 17, 2021

FORWARD-LOOKING STATEMENTS AND NON-GAAP FINANCIAL MEASURES

Caution Concerning Forward-Looking Statements

This presentation of MGM Holdings Inc. (the “Company”) includes certain forward-looking statements. The Company’s plans, prospects, strategies, proposals and our beliefs and expectations concerning performance of our current and future releases and anticipated talent, directors and storyline for our upcoming films and other projects constitute forward-looking statements. These statements are based on current expectations, estimates, forecasts and projections about the industry in which we operate and management’s beliefs and assumptions. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions which are difficult to predict. Actual results may vary materially from those expressed or implied by the statements herein due to changes in economic, business, competitive, technological and/or regulatory factors, and other risks and uncertainties affecting the operation of the business of the Company. Please refer to the “Forward-Looking Statements and Risk Factors” included in MGM’s financial report posted at https://www.mgm.com/#/about/investor-relations for important risks, uncertainties and other factors that should be considered when evaluating this information, all of which are incorporated herein by reference. The Company is under no obligation to, and expressly disclaims any obligation to update or alter its forward-looking statements, whether as a result of new information, future events, changes in assumptions or otherwise.

Non-GAAP Financial Measures

This presentation also contains references to certain non-GAAP financial measures, including contribution and adjusted earnings before interest, taxes and depreciation and non-content amortization (“Adjusted EBITDA”, “Consolidated Adjusted EBITDA”, “Library Adjusted EBITDA”). Definitions and reconciliations of these non-GAAP financial measures to the most directly comparable financial measures presented in accordance with accounting principles generally accepted in the United States (“GAAP”) have been provided herein.

This presentation is a supplement to, and should be read in conjunction with, the MGM Holdings Inc. financial report for the year-to-date period ended June 30, 2021 and the year ended December 31, 2020.

Q2 2021 KEY DEVELOPMENTS

FILM

- ✓ Released ***Wrath of Man*** in May with stronger-than-anticipated box office results and PVOD performance
- ✓ Preparing to release upcoming 2021 slate, including ***Respect,*** Sean Penn's ***Flag Day,*** and ***Candyman*** this month, with ***No Time to Die***, ***Addams Family 2***, and ***House of Gucci*** anticipated later this year
- ✓ In pre-production on ***Creed III***, David Slade's ***Dark Harvest***, George Clooney's ***Boys in the Boat***, Sean McNamara's ***On A Wing and a Prayer***, Zach Braff's ***A Good Person*** and Cory Finley's ***Landscape with Invisible Hand***

TELEVISION

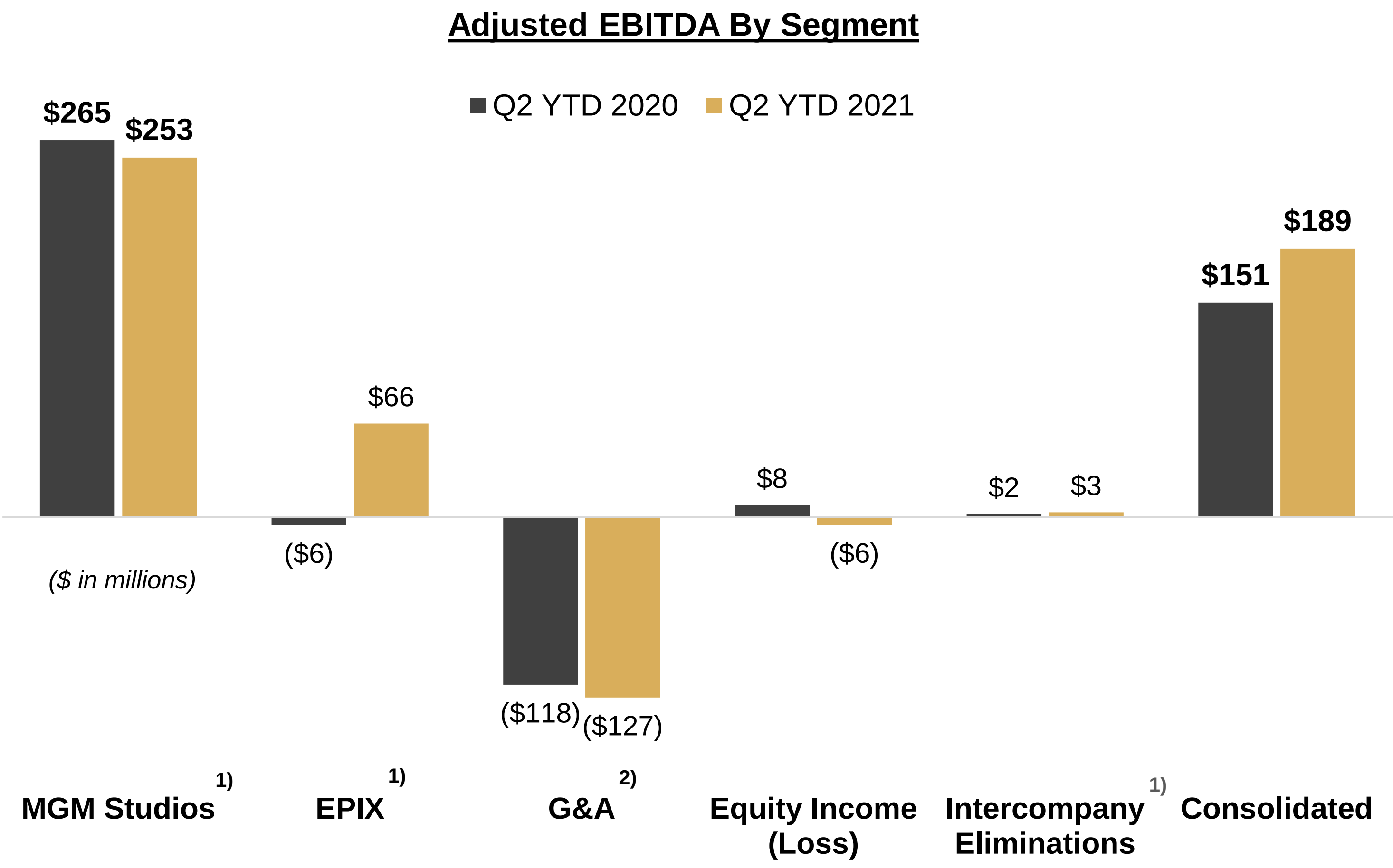
- ✓ Received **35 Emmy nominations** including 21 for ***The Handmaid's Tale***, which is preparing for its 5th season on Hulu
- ✓ Leading unscripted franchises, including ***Shark Tank***, ***The Voice*** and ***Survivor***, are all returning to air this year
- ✓ In post-production on season 1 of ***Vikings: Valhalla*** and filming season 2, commencing production on the new Tim Burton series ***Wednesday Addams***, and in post-production on season 3 of ***Luis Miguel S3*** (all with Netflix)
- ✓ Approximately **60 MGM Global TV projects** either already set up or in advanced negotiation with more than **25 different commissioning licensees** across the globe

EPIX

- ✓ **Growth in viewership and digital subscribers** continue to drive top-line growth
- ✓ Flagship series ***Godfather of Harlem*** saw double digit viewership gains in the first half of its second season over its record-breaking debut season
- ✓ New seasons of ***War of the Worlds*** *and* ***Domina*** are seeing viewership increases of 50-100% per episode, and our new Stephen King series ***Chapelwaite*** premieres later this month
- ✓ **Continuing to grow profitability** due to revenue increases and operational cost savings

MGM had a stellar first half of the year. Theatrical momentum is building, television continues to deliver, and EPIX is outpacing expectations.

Q2 YTD 2021 FINANCIAL HIGHLIGHTS



1) *Refer to MGM Studios Adjusted EBITDA (pre-G&A), EPIX Adjusted EBITDA (pre-G&A), and Intercompany Eliminations definitions in the Appendix*

2) *G&A reflects consolidated MGM Studios and EPIX G&A expense and excludes stock-based compensation expense and non-recurring costs and expenses*

MGM Studios	**Comparative Q2 YTD performance reflects** • Delivery of new episodes of several scripted series in the first half of 2021, including *The Handmaid's Tale* S4 and *Clarice* S1 • Q2 YTD 2021 also benefited from lower net operating expenses, primarily for television content • Prior year's first half included significant revenue from the worldwide SVOD licensing of our *Vikings* franchise
EPIX	**Higher Q2 YTD 2021 results primarily reflect** • Higher OTT/a la carte subscriber growth and increase revenue from digital distribution deals
G&A	**Consistent with our expectations** • G&A increase primarily reflects the run-rate impact of targeted investments in personnel in late 2020 plus modest investments in the current year to support our growth initiatives
Equity Income (Loss)	**Results primarily reflect** • MGM's share of net loss from our U.S. theatrical distribution JV • Q2 YTD 2020 included a gain related to the sale of our minority investment in Tubi TV

OUTLOOK

On May 25, 2021, Amazon.com, Inc. (“Amazon”) and MGM entered into a definitive merger agreement under which Amazon will acquire MGM in an all-cash transaction for a purchase price of $8.45 billion, including MGM’s net debt (the “Merger”). As such, the Company will not provide updates to its financial outlook during the interim period between signing and closing the Merger.

Appendix

DISCLOSURE OF NON-GAAP FINANCIAL MEASURES

Consolidated Adjusted EBITDA reflects net income attributable to MGM Holdings Inc. before interest expense, interest and other income (expense), income tax provision, depreciation of fixed assets, amortization of non-content intangible assets and non-recurring gains and losses, and excludes the impact of the following items: (i) Step-up Amortization Expense, (ii) Purchase Accounting Adjustments, (iii) Intercompany Programming Cost Amortization, (iv) stock-based compensation expense, (v) non-recurring costs and other expenses related to mergers, acquisitions, capital market transactions, restructurings and certain unusual and non-operational items, to the extent that such amounts are expensed, and (vi) impairment of goodwill and other non-content intangible assets, if any.

Contribution reflects revenue less operating expenses, and distribution and marketing expenses attributable to our film content, television content, and media networks segments.

EPIX Adjusted EBITDA (pre-G&A) reflects net income solely attributable to EPIX Entertainment LLC before general and administrative expenses, interest expense, interest and other income (expense), income tax provision, depreciation of fixed assets, amortization of non-content intangible assets and non-recurring gains and losses ("EPIX EBITDA (pre-G&A)"), and excludes the impact of the following items: (i) EPIX Intercompany Eliminations, (ii) Intercompany Programming Cost Amortization, (iii) non-recurring costs and other expenses related to mergers, acquisitions, capital market transactions, restructurings and certain unusual and non-operational items, to the extent that such amounts are expensed, and (iv) impairment of goodwill and other non-content intangible assets, if any.

Intercompany Eliminations (MGM Studios and EPIX) In the ordinary course of business, our business segments enter into various types of transactions with one another, including, but not limited to, the licensing of content from our Film Content segment and/or our Television Content segment to our Media Networks segment. For financial reporting purposes, intercompany licensing revenue, intercompany programming cost amortization expense and the corresponding assets and liabilities recognized by the segments that are counterparties to these transactions are eliminated in consolidation. As such, the licensing revenue and related film and television cost amortization expense that was previously recognized by MGM on the availability date of the content licensed to EPIX is no longer recognized in MGM Studios Adjusted EBITDA (pre-G&A) beginning May 11, 2017 ("MGM Studios Intercompany Eliminations"). In addition, a portion of the corresponding programming cost amortization expense that was previously recognized by EPIX over the license term for content licensed from MGM is no longer recognized in EPIX Adjusted EBITDA (pre-G&A) beginning May 11, 2017 ("EPIX Intercompany Eliminations"). Amortization expense related to content licensed by MGM to EPIX prior to May 11, 2017 is included in our consolidated statements of income but added back in our calculation of Consolidated Adjusted EBITDA.

Intercompany Programming Cost Amortization represents programming cost amortization expense related to content that MGM licensed to EPIX prior to its acquisition and consolidation of EPIX in May 2017. Prior to the acquisition, MGM recorded film cost amortization expense related to its revenue from licensing content to EPIX. Due to the accounting requirements for business combinations, on May 11, 2017 the Company recorded intercompany programming cost assets on the balance sheet of EPIX related to these same licensed rights even though these represent intercompany assets for which amortization expense was already recorded through the income statement of MGM. As a result, these intercompany programming cost assets will cause higher programming cost amortization expense than the Company would otherwise record if such licenses occurred subsequent to the acquisition. The Company separately records this programming cost amortization expense and includes it within "Intercompany Programming Cost Amortization," which is added back in the calculation of Consolidated Adjusted EBITDA to help financial statement users better understand the consolidated operating performance of the Company excluding the impact of intercompany expenses.

DISCLOSURE OF NON-GAAP FINANCIAL MEASURES

MGM Studios Adjusted EBITDA (pre-G&A) excludes the net income attributable to EPIX Entertainment LLC and reflects the remaining net income attributable to MGM Holdings Inc. before equity income (loss), general and administrative expenses, interest expense, interest and other income (expense), income tax provision, depreciation of fixed assets, amortization of non-content intangible assets and non-recurring gains and losses, and excludes the impact of the following items: (i) Intercompany Eliminations (MGM Studios and EPIX) (ii) Step-up Amortization Expense, (iii) Purchase Accounting Adjustments, (iv) non-recurring costs and other expenses related to mergers, acquisitions, capital market transactions, restructurings and certain unusual and non-operational items, and (v) impairment of goodwill and other non-content intangible assets, if any.

Non-recurring costs and expenses for the three and six months ended June 30, 2021 primarily consisted of professional fees related to the Merger, severance and other restructuring costs, and expenses associated with the prior year sale of two digital networks. Non-recurring costs and expenses for the three and six months ended June 30, 2020 primarily consisted of incremental expensed incurred as a direct result of the COVID-19 pandemic, including (i) costs to suspend film and television productions, (ii) development abandonment expenses resulting from a change in the likelihood that certain projects will be set for production within the required timeframe, (iii) severance and other costs associated with organizational restructuring activities, (iv) sunk P&A costs for Bad Trip due to the change in distribution strategy resulting from the closure of theaters and (v) other costs.

Other Channels contribution reflects revenue less operating expenses, and distribution and marketing expenses attributable to MGM HD and our international SVOD services reported in our Media Networks segment, and excludes EPIX Entertainment LLC.

Purchase Accounting Adjustments represent incremental amortization expense resulting from fair value accounting adjustments to the carrying value of the film and television inventory of United Artists Media Group, Evolution and Big Fish Entertainment. These adjustments result in non-operational amortization expense that will temporarily cause higher film and television amortization expense than the Company would otherwise record. The Company separately tracks this non-operational amortization expense and includes it within “Purchase Accounting Adjustments,” which is added back in the calculation of Consolidated Adjusted EBITDA to help financial statement users better understand the fundamental operating performance of the Company.

Step-up Amortization Expense represents incremental amortization expense resulting from non-cash fair value adjustments to the carrying value of the Company’s film and television inventory. These fair value adjustments do not reflect a cash investment to produce or acquire content, but rather, fair value accounting adjustments recorded at the time of various Company transactions and events. The Company’s amortization expense is higher than it otherwise would be had it not recorded non-cash fair value adjustments to “step-up” the carrying value of its film and television inventory costs. The amortization of these fair value adjustments is referred to as “Step-up Amortization Expense” and is disclosed separately to help the Company’s financial statement users better understand the components of its operating expenses.

Capitalized terms used but not defined herein have the respective meanings given to such terms in MGM’s financial report posted at http://www.mgm.com/corporate/investors.

FINANCIAL RESULTS BY SEGMENT

Amounts in millions	Six Months Ended June 30, 2021	Six Months Ended June 30, 2020	Change Amount	Change Percent
Revenue:				
Film content	$ 261.0	$ 272.7	$ (11.7)	(4%)
Television content	259.2	268.9	(9.7)	(4%)
Media Networks	248.6	211.5	37.1	18%
Total revenue	768.8	753.1	15.7	2%
Contribution:				
Film content	80.7	73.0	7.7	11%
Television content	124.2	116.4	7.8	7%
Media Networks	82.9	15.0	67.9	453%
Total contribution	287.8	204.4	83.4	41%
General and administrative	147.3	134.8	12.5	9%
Depreciation and non-content amortization	21.1	26.1	(5.0)	(19%)
Impairment of non-content intangible assets	-	1.3	(1.3)	(100%)
Operating income	119.4	42.2	77.2	183%
Equity income (loss)	(5.8)	8.2	(14.0)	(171%)
Interest expense	(38.7)	(45.6)	6.9	15%
Interest and other income, net	0.2	2.3	(2.1)	(91%)
Income before income taxes	75.1	7.1	68.0	958%
Income tax provision	(14.9)	(2.3)	(12.6)	(548%)
Net income	60.2	4.8	55.4	1,154%
Less: Net income (loss) attributable to noncontrolling interests	0.2	(0.4)	0.6	150%
Net income attributable to MGM Holdings Inc.	$ 60.0	$ 5.2	$ 54.8	1,054%

NON-GAAP FINANCIAL MEASURES RECONCILIATION

Reconciliation of Net Income Attributable to MGM Holdings Inc. to Consolidated Adjusted EBITDA to MGM Studios Adjusted EBITDA (pre-G&A)

Amounts in millions	Six Months Ended June 30, 2021	Six Months Ended June 30, 2020	Change Amount	Change Percent
Net income attributable to MGM Holdings Inc.	$ 60.0	$ 5.2	$ 54.8	1,054%
Interest expense	38.7	45.6	(6.9)	(15%)
Interest income	(1.3)	(2.4)	1.1	46%
Other expense, net	1.0	0.1	0.9	100%
Income tax provision	14.9	2.3	12.6	548%
Depreciation and non-content amortization	21.1	26.1	(5.0)	(19%)
Impairment of non-content intangible assets	-	1.3	(1.3)	(100%)
EBITDA	134.4	78.2	56.2	72%
Step-up Amortization Expense	31.1	30.0	1.1	4%
Purchase Accounting Adjustments	-	8.0	(8.0)	(100%)
Intercompany Programming Cost Amortization	2.8	0.4	2.4	600%
Stock-based compensation expense	4.5	5.9	(1.4)	(24%)
Non-recurring costs and expenses	16.0	28.2	(12.2)	(43%)
Consolidated Adjusted EBITDA	$ 188.8	$ 150.7	$ 38.1	25%
Addback: G&A expenses (1)	127.3	118.3	9.0	8%
Addback: Equity (income) loss	5.8	(8.2)	14.0	171%
Addback: MGM Studios Intercompany Eliminations	7.9	14.9	(7.0)	(47%)
Subtract: EPIX Intercompany Eliminations	(11.1)	(16.8)	5.7	34%
Subtract: EPIX Adjusted EBITDA (pre-G&A)	(65.7)	6.0	(71.7)	(1,196%)
MGM Studios Adjusted EBITDA (pre-G&A)	$ 253.0	$ 264.9	$ (11.9)	(5%)

1) *Excludes stock-based compensation expense, non-recurring costs and expenses, and minority interest's share of G&A expenses for consolidated subsidiaries.*

NON-GAAP FINANCIAL MEASURES RECONCILIATION

Reconciliation of Media Networks Contribution to EPIX Adjusted EBITDA (pre-G&A)

Amounts in millions	Six Months Ended June 30, 2021	Six Months Ended June 30, 2020	Change Amount	Change Percent
Media Networks contribution (see pg. 8)	$ 82.9	$ 15.0	$ 67.9	453%
Subtract: Other Channels contribution	(8.9)	(5.7)	(3.2)	(56%)
EPIX EBITDA (pre-G&A)	74.0	9.3	64.7	696%
Subtract: EPIX Intercompany Eliminations	(11.1)	(16.8)	5.7	34%
Addback: Intercompany Programming Cost Amortization	2.8	0.4	2.4	600%
Addback: Non-recurring costs and expenses	-	1.1	(1.1)	(100%)
EPIX Adjusted EBITDA (pre-G&A)	$ 65.7	$ (6.0)	$ 71.7	NM